



Constitution

Strata Community Australia (WA) Inc.

An Incorporated Association

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1. NAME OF ASSOCIATION

The name of the association is Strata Community Australia (WA) Inc.

2. DEFINITIONS AND INTERPRETATION

In the Constitution, unless the contrary intention appears,

- (1) **“Act”** means the *Associations Incorporation Act 1987* (WA).
- (2) **“Annual General Meeting”** means the annual general meeting of the Association held in accordance with the Constitution and the Act.
- (3) **“Appointed Councillor”** means a Councillor appointed to the Council in accordance with Rule 16(2).
- (4) **“Association”** means Strata Community Australia (WA) Incorporated.
- (5) **“Auditor”** means an auditor of the Association appointed pursuant to Rule 23(1).
- (6) **“Authorised Representative”** means the Person who is duly authorised to act on behalf of a Management Business Member, Business Member or Strata Company Member in accordance with Rule 6(9)(b).
- (7) **“Body Corporate”** or any word or expression descriptive of a body corporate includes a public body, a strata company registered under the *Strata Titles Act 1985* (WA), statutory authority, government department, company, association or body of persons, corporate or unincorporate including a partnership.
- (8) **“Business Member”** means a Member referred to in Rule 6(3).
- (9) **“By-Laws”** means the by-laws as established and amended by the Council from time to time.
- (10) **“Chairman”** means the person holding that office under the Constitution and includes any assistant or acting chairman.
- (11) **“Chapter”** means the chapters formed by the Council from time to time in accordance with Rule 20.
- (12) **“Code of Ethics”** means the code of ethics as established and amended by the Council from time to time.
- (13) **“Complainant”** means a Person or Body Corporate initiating a complaint referred to in Rule 10(5).
- (14) **“Constitution”** means this constitution, as amended from time to time.
- (15) **“Council”** means the management committee of the Association.
- (16) **“Councillor”** means a person elected or appointed to the Council, as the case may be, pursuant to Rules 16(2) or 16(3).
- (17) **“Council Meeting”** means a meeting of the Council referred to in Rule 19(1).
- (18) **“Elected Councillor”** means a Councillor elected to the Council in accordance with Rule 16(2).
- (19) **“Financial Voting Member”** means a Voting Member who has paid their annual subscription and any other moneys due and is not in arrears at the dates specified in Rule 9(6).
- (20) **“Financial Year”** means a period commencing on 1 July and concluding on 30 June in the next calendar year.
- (21) **“General Meeting”** means a meeting convened under Rule 13.
- (22) **“Life Member”** means a Member referred to in Rule 6(2).

- (23) **“Management Business Member”** means a Member referred to in Rule 6(3).
- (24) **“Management Member”** means a Member referred to in Rule 6(3).
- (25) **“Member”** means a member of the Association pursuant to Rule 6(1) and **Membership** has the corresponding meaning.
- (26) **“Member Present”** means, in connection with a General Meeting, a Member being present personally, by proxy, by attorney or by an Authorised Representative.
- (27) **“Non-Voting Members”** means Members not entitled to vote at meetings of Members and includes Owner Members.
- (28) **“Objects”** means the objects of the Association as set out in Rule 3.
- (29) **“Officer”** means, for the purposes of Rule 26, every Association office bearer, Councillor and member of a Council committee or sub-committee and Person formerly in such a position.
- (30) **“Ordinary Resolution”** means a resolution other than a Special Resolution.
- (31) **“Owner Member”** means a Member referred to in Rule 6(8).
- (32) **“Past President”** means the immediately preceding President of the Council.
- (33) **“Person”** or any word or expression descriptive of a person means a natural person.
- (34) **“Personal Member”** means a Member referred to in Rule 6(5).
- (35) **“President”** means the President of the Council, appointed in accordance with Rule 17(1)(b).
- (36) **“PSC”** means the professional standards committee established by the Council in accordance with Rule 10(1).
- (37) **“Respondent”** means a Member to whom a matter referred to in Rule 10(5) relates.
- (38) **“Rule”** means a clause of the Constitution.
- (39) **“Secretary”** means any person appointed as the Secretary of the Association in accordance with Rule 17(1)(b).
- (40) **“Special Interest Group”** means a special interest group established in accordance with Rule 21.
- (41) **“Special Resolution”** has the same meaning given to it by the Act.
- (42) **“Strata Company”** means a strata company registered under the *Strata Titles Act 1985 (WA)*.
- (43) **“Strata Company Member”** means a Member referred to in Rule 6(7).
- (44) **“Strata Profession”** means the practice of:
 - (a) the sub-division of land so as to create strata schemes or survey-strata schemes;
 - (b) the survey, valuation, registration, sale or conveyancing of lots in strata schemes or survey-strata schemes;
 - (c) the supply of goods, services or utilities to Strata Companies; and
 - (d) consulting or advising in respect of the management of Strata Companies or (a), (b) or (c) above.
- (45) **“Strata Sector”** means that part of the property sector dealing with strata schemes and survey-strata schemes.
- (46) **“Treasurer”** means the Treasurer of the Council appointed in accordance with Rule 17(1)(b).

- (47) **“Vice President”** means the Vice President of the Council, appointed in accordance with Rule 17(1)(b).
- (48) **“Voting Members”** are those Members who are entitled to vote at meetings of the Members, specifically:
- (a) Life Members;
 - (b) Management Business Members
 - (c) Management Members;
 - (d) Business Members;
 - (e) Personal Members; and
 - (f) Strata Company Members.
- (49) Words referring to writing shall be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form.
- (50) Words importing either gender include the other gender and neuter.
- (51) Words importing the singular include the plural, and words importing the plural include the singular.
- (52) Words or expressions in the Constitution shall be interpreted in accordance with the provisions of the Western Australian and Australian *Interpretation Acts* as are in force and in effect at the date when the Constitution becomes binding on the Association.
- (53) Where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning.
- (54) Headings do not form part of or affect the construction or interpretation of the Constitution.
- (55) A reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment, or reprint of it or any proclamation, rule, code, regulation or ordinance replacing it.

3. OBJECTS

The Objects are to:

- (1) Provide a forum for discussion and provision of information to Members.
- (2) Develop and provide education and professional development for Members.
- (3) Improve the professionalism of the Strata Sector and the Strata Profession and encourage Membership of the Association by developing and providing education and professional development.
- (4) Promote the services offered by Members.
- (5) Develop and provide standardised documents and forms for the use of Members and their clients.
- (6) Participate in the development and review of laws and legislation affecting the Strata Sector and the Strata Profession.
- (7) Establish, maintain and enforce a Members’ Code of Ethics.
- (8) Establish and maintain competency and practice standards for Members and issue certificates of accreditation to Members who achieve and maintain those competency and practice standards.

- (9) Promote cooperation between Members and other professions and bodies representing those involved in the Strata Sector and the Strata Profession.
- (10) Promote the benefits to the public of using the services of Members.
- (11) Cooperate with and become a member of other bodies or organisations having any one of the above Objects or any similar objects and with any bodies or organisations representing members with similar interests to those of the Members.
- (12) Do all such things as are incidental, conducive, necessary or convenient for the achievement of the Objects.

4. PURPOSES, PROPERTY AND INCOME

- (1) The property and income of the Association shall be applied solely towards the promotion of the Objects or purposes of the Association.
- (2) Membership of the Association does not confer on a Member any right, title or interest in any real or personal property of the Association.
- (3) No part of the income or property of the Association may be paid or otherwise distributed, directly or indirectly, to the Members, except in good faith in the promotion of the Objects or purposes of the Association, including payment in good faith:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Association by a Member; and
 - (c) of reasonable and proper rent for premises leased by any Member to the Association.

5. POWERS OF THE ASSOCIATION

In addition to the powers conferred on the Association by the Act, the Association shall have the power to:

- (1) Act as trustee for any other incorporated association or any body, corporate or unincorporate, formed for charitable purposes.
- (2) Accept and hold upon trust any real and personal property that is given to the Association subject to any trust and carry out any given trust.
- (3) Invest its moneys in or upon any security in which trustees are for the time being authorised to invest funds.
- (4) Open and operate bank accounts.
- (5) Borrow money upon such terms and in such manner and upon such security as the Council shall think fit, for the purpose of carrying out its Objects.
- (6) Vary the Constitution or Code of Ethics in accordance with the Constitution.
- (7) Do all such things as are incidental, conducive, necessary or convenient for the achievement of the Objects of the Association.
- (8) Do all such things as are incidental to all powers referred to in the Act.

Nothing in this Rule shall be deemed to empower the Association to carry on trading or secure pecuniary profit, whether directly or indirectly, to its Members.

6. MEMBERSHIP

(1) Categories of Membership

Membership of the Association shall be divided into the following categories:

- (a) Life Member;
- (b) Management Business Member;
- (c) Management Member;
- (d) Business Member;
- (e) Personal Member;
- (f) Strata Company Member; and
- (g) Owner Member.

(2) Life Member

- (a) A Life Member is a Person who is or was a Member and who has made an outstanding individual contribution to the Association.
- (b) A Councillor may nominate a Person for Life Membership and that Person shall become a Life Member if the Council approves the appointment by unanimously.
- (c) A Life Member may use the title "Life Member, Strata Community Australia (WA) Inc." after the Life Member's name on stationery and promotional material.

(3) Management Business Member

- (a) A Management Business Member is a Body Corporate or a Person operating a business of managing Strata Companies.
- (b) A Management Business Member may use the title "Management Business Member, Strata Community Australia (WA) Inc." after the Management Business Member's name on stationery and promotional material.

(4) Management Member

- (a) A Management Member is a Person working in the business of a Management Business Member.
- (b) A Management Member may use the title "Management Member, Strata Community Australia (WA) Inc." after the Management Member's name on stationery and promotional material.

(5) Business Member

- (a) A Business Member is a Body Corporate or a Person operating a business engaged in the Strata Profession and excludes a Strata Company.
- (b) A Business Member may use the title "Business Member, Strata Community Australia (WA) Inc." after the Business Member's name on stationery and promotional material.

(6) Personal Member

- (a) A Personal Member is a Person working in the business of a Business Member.
- (b) A Personal Member may use the title "Personal Member, Strata Community Australia (WA) Inc." after the Personal Member's name on stationery and promotional material.

(7) Strata Company Member

- (a) A Strata Company Member is a strata company registered under the *Strata Titles Act 1985* (WA).

- (b) A Strata Company Member may use the title “Strata Company Member, Strata Community Australia (WA) Inc.” after the Strata Company Member’s name on stationery and promotional material.
- (8) **Owner Member**
- (a) An Owner Member is a Body Corporate or Person that owns a strata title lot or a survey-strata title lot.
 - (b) An Owner Member may use the title “Owner Member, Strata Community Australia (WA) Inc.” after the Owner Member’s name on stationery and promotional material.
- (9) **Application for Membership - Requirements**
- (a) With the exception of Life Members, a Body Corporate or Person wanting to become a Member shall apply for Membership to the Council in writing. The application must be signed by the applicant and be in such form as the Council from time to time approves.
 - (b) If the applicant is a Body Corporate, it shall nominate a Person who is duly authorised to act on behalf of the applicant as its Authorised Representative.
 - (c) Only a Body Corporate or Person of good standing and character shall be eligible to be a Member.
- (10) **Acceptance of Membership**
- The Council shall consider each application made under Rule 6(9) at a Council Meeting, and shall, at its absolute discretion, at that Council Meeting or a subsequent Council Meeting accept or reject that application.
- (11) **Certificate of Membership**
- (a) On acceptance of the application and granting of Membership, the Secretary shall issue the applicable and properly completed certificate of Membership and forward that certificate to the new Member.
 - (b) In respect to any and all categories of Members:
 - (i) If the Membership of the Member shall cease for any reason; or
 - (ii) On the instruction of the Council,Certificates of Membership shall be returned to the Association within seven days after the written request of the Association.
- (12) **Obligations on Membership**
- Membership conferred on and accepted by a Member shall be deemed to include all obligations comprised within the Constitution and agreement by the Member to abide by the Constitution and the Code of Ethics that are in force from time to time. If the Member is a Body Corporate, it shall promptly advise the Association of any change to the Authorised Representative authorised to act on behalf of the Member.
- (13) **Register of Members of Association**
- (a) The Secretary shall on behalf of the Association keep and maintain the register of Members in accordance with the Act and that register shall be so kept and maintained at a secure location as is determined by the Council from time to time.
 - (b) The Secretary shall cause the name of each new Member to be added to, and the name of a Member who ceases to be a Member to be deleted from, the register of Members referred to in Rule 6(13)(a) and shall change the names of the Authorised Representatives as notified to the Association.
 - (c) A Body Corporate or Person becomes a Member on the registration of that Body Corporate’s or Person’s name in the Register of Members.

(14) Non-transmission of Rights

A right, privilege or obligation which a Body Corporate or Person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another Body Corporate or Person; and
- (b) terminates on cessation of the Membership.

7. AUTHORISED REPRESENTATIVE

- (1) A signature by an Authorised Representative of a Member on behalf of that Member is taken to be the signature of that Member for the purposes of the Constitution.
- (2) Any power or right of a Member as granted by the Constitution can be exercised by that Member's Authorised Representative.
- (3) The actions of an Authorised Representative bind the Member represented by that Authorised Representative.
- (4) Each Authorised Representative will comply with the Constitution and Code of Ethics in all matters relating to the Association as if a Member themselves.
- (5) A Member may remove and replace an Authorised Representative by giving written notice to the Association.

8. SPONSORSHIP

The Council may, from time to time, accept financial sponsorship contributions from Members and others in exchange for the grant of specified promotional rights in connection with the activities of the Association as may be determined by the Council to be appropriate and in the interests of the Association and its Members generally.

9. SUBSCRIPTIONS

- (1) Each Member other than a Life Member shall pay an annual subscription to the Association in an amount to be determined by the Council each year.
- (2) The annual subscription shall be due and payable as determined under Rule 9(3), and in the year in which a Member is admitted to Membership the annual subscription shall be payable for that year forthwith at the date of admission, provided that if the date of admission is after 30 June in any year, that Member shall be required to pay in respect of that year only 50% of the annual subscription for that year.
- (3) Each Member other than a Life Member shall pay to the Association annually on or before 31 December or such other date as the Association shall, from time to time, determine the amount of the annual subscription determined under Rule 9(1).
- (4) The Council may, in its discretion:
 - (a) determine that no annual subscription is payable by a Member or Members (in whole or in part) in a given year; and
 - (b) extend the time for payment of any annual subscription by any Member.
- (5) No part of any annual subscription shall be refunded to a Member who ceases to be a Member.
- (6) Voting Members are Financial Voting Members for the purposes of the Constitution if their annual subscription (if any) and any other moneys due to the Association are paid at the time

a Voting Member, their proxy or its Authorised Representative is moving, seconding or voting on a motion before a General Meeting or nominating, seconding or accepting nomination as a candidate for election to the Council.

10. PROFESSIONAL STANDARDS COMMITTEE

- (1) The Council shall establish a PSC. It shall consist of such Councillors and other Members as the Council shall determine from time to time, save that any Member involved in a matter before the PSC shall not be a member of the PSC in respect of that matter.
- (2) The PSC shall have the power to:
 - (a) attempt to mediate a matter;
 - (b) impose a reprimand;
 - (c) at any time, dismiss a matter as frivolous, vexatious, misconceived, lacking in substance or as having been brought for an improper purpose;
 - (d) dismiss a matter without recommendation of further action;
 - (e) recommend to Council that a Member be suspended from Membership; or
 - (f) recommend to Council that a Member be expelled from Membership.
- (3) The PSC may, at any time before reaching a decision on a matter before it, request any of the parties to provide further and better particulars of any of those matters, and may ask for or consider other submissions and, generally, may conduct its proceedings in such manner as it thinks fit.
- (4) The PSC shall have the power to obtain legal advice to assist it in the discharge of its obligations, if it has first obtained the authorisation of Council to incur that expenditure.
- (5) If:
 - (a) any of the events referred to in Rule 11(3)(a) have or may have occurred;
 - (b) the Association receives a written complaint about a Member; or
 - (c) the Association receives a written complaint from a Member that a dispute between that Member and another Member has occurred that they have been unable to resolve,the matter shall be referred to the PSC for its consideration.
- (6) Unless the complaint is first dismissed pursuant to Rule 10(2)(c), the PSC shall notify the Respondent of the details of the matter referred to it for consideration and give the Respondent not less than 10 days to acknowledge receipt of the notification and not more than 21 days thereafter in which to give any response as the Respondent shall choose to make.
- (7) The Complainant and the Respondent shall be given not less than 10 days notice of any meeting of the PSC at which a hearing will be conducted and the details of the matter that the PSC will consider at that hearing. The notice shall state the date, time and place of the hearing and inform the parties whether they may attend and speak at the hearing and / or submit a further written representation before or at the hearing.
- (8) In reaching its decision, the PSC shall give due consideration and weight to representations and submissions made to it.

- (9) The PSC shall give its decision in writing to the Complainant and to the Respondent within 21 days after reaching that decision.
- (10) If the PSC recommends to Council that a Member be suspended or expelled, then the PSC shall forward all of the documents constituting its file to the Secretary. In every other case, all documents constituting the file of the PSC and its members shall be placed in a sealed file and marked "Confidential and not to be opened other than by Council resolution".

11. CESSATION OF MEMBERSHIP

(1) Resignation

A Member may resign Membership and shall give written notice of that resignation together with any certificate of Membership of the Association to the Secretary. The Secretary shall immediately remove the Member's name from the register of Members. Upon resignation, the Member shall:

- (a) continue to be liable for any monies due by the Member to the Association; and
- (b) cease the use of any reference to Membership of the Association after the Member's name, on any stationery or promotional material.

(2) Cessation of membership

A Member's Membership will cease:

- (a) when the Secretary receives written notice of resignation from that Member;
- (b) if that Member is a Person, upon that Member dying;
- (c) if the Member is expelled from the Association pursuant to Rule 11(3);
- (d) if that Member is a Person, in the discretion of the Council, upon the Member becoming of unsound mind or a person whose person or estate is dealt with in any way under any law relating to mental health; or
- (e) if the Member no longer satisfies the criteria attached to that Member's category of Membership, unless the Council decides to transfer that Member to another category of Membership.

(3) Expulsion or Suspension

The Council may expel or suspend any Member:

- (a) who commits any persistent or wilful breach of:
 - (i) the Constitution;
 - (ii) any By-law or Code of Ethics of the Association;
 - (iii) any order or direction of the Council;or who, in the opinion of the Council, is guilty of:
 - (iv) unethical conduct; or
 - (v) any practice, conduct, matter or thing unbecoming of the Association or its Members, or which may bring the Association or its Members into disrepute, providing always that any such act, matter or thing has first been referred to and considered by the PSC;
- (b) who becomes bankrupt, subject to external administration or makes any compromise with creditors generally; or

- (c) whose subscription shall remain unpaid for a period of six weeks after it became due and payable and after notice of the default has been given by the Association to the Member, provided that, at its absolute discretion, the Council may reinstate the Member and restore that Member's name to the register of Members on receipt by the Association of all arrears.
- (4) **Procedure for Expulsion or Suspension**
 - (a) On receiving a recommendation from the PSC that a Member be suspended or expelled, and before Council determines whether a Member should be suspended or expelled from Membership, the Council shall provide the Member with written:
 - (i) notice of the proposed suspension or expulsion and of the day, time and place of the Council Meeting at which the question of that proposed suspension or expulsion will be decided; and
 - (ii) particulars of the matter or conduct upon which that notice is based, not less than 14 days before the Council Meeting referred to in Rule 11(4)(a)(i).
 - (b) At the Council Meeting referred to in Rule 11(4)(a)(i), the Council may, having afforded the Member concerned a reasonable opportunity to be heard by or to make written representations to the Council, suspend, expel or decline to suspend or expel that Member from Membership and shall give the Member written notice of that decision, including in the case of suspension, the period of that suspension.
 - (c) Subject to Rule 12, a Member who is expelled from Membership ceases to be a Member on the day stipulated in the notice given to the Member pursuant to Rule 11(4)(b) and that Member shall immediately return any certificate of Membership to the Association and cease the use of any reference to Membership of the Association.
 - (d) A Member who is suspended under Rule 11(4)(b) ceases to enjoy the rights of Membership until expiry of the period of suspension.
- (5) Any Councillor involved in the matter the subject of the meeting referred to in Rule 11(4)(a) shall be deemed to have a direct interest in the matter for the purpose of Rule 16(8).
- (6) In every case, all the documents constituting the files of the PSC and the Council and their members shall be placed in a sealed file and marked "Confidential and not to be opened other than by Council resolution".

12. APPEAL

- (1) Any Member who is expelled or suspended under Rule 11(3) may appeal against that decision or action at a General Meeting, by written notice stating the grounds of appeal given to the Secretary within one month after receiving the notice referred to in Rule 11(4)(b).
- (2) That appeal shall be heard at the next General Meeting one month after the giving of the notice to the Secretary.
- (3) Any Member giving any notice of appeal may, in that notice, require that an extraordinary General Meeting be held to deal with the matter. In that case, the Member shall deposit \$500 with the notice of appeal, or such other sum as the Council may from time to time reasonably determine, towards the Association's costs in respect to the appeal. If the appeal is not upheld, this sum shall be forfeited to the Association. If the appeal is upheld, this sum shall be refunded to the Member.
- (4) The General Meeting may uphold any appeal, dismiss any appeal or vary any suspension or expulsion imposed by the Council.

- (5) The decision of the:
 - (a) General Meeting, if notice of appeal has been lodged in accordance with this Rule; or
 - (b) Council, if no appeal has been lodged,shall be final and binding upon the Member in question.
- (6) Until the hearing of any appeal, the decision of the Council shall have full force and effect, provided that if the decision was to expel a Member that decision shall not take effect unless the appeal is dismissed. Until the appeal is heard, the expelled Member's Membership shall be suspended.
- (7) In every case after determination of an appeal all the documents constituting the files of the PSC and the Council and their members, and the appeal processes shall be placed in a sealed file and marked "Confidential and not to be opened other than by Council resolution".

13. GENERAL MEETINGS

- (1) General Meetings of the Association shall be held in accordance with the Constitution and, subject to Rule 14(3), the Council shall determine when those meetings shall be held.
- (2) The Council may convene a General Meeting whenever it thinks fit, subject to Rule 13(3).
- (3) The Council shall convene an Annual General Meeting in every calendar year within four months after the end of the Financial Year.
- (4)
 - (a) The Council shall, on the requisition of not less than 25% of Voting Members, convene a General Meeting to be held:
 - (i) in accordance with the provisions of the Constitution; and
 - (ii) no sooner than 21 days and no later than 42 days after the Association receives the requisition.
 - (b) The requisition for a General Meeting shall
 - (i) state the objects of the meeting;
 - (ii) be signed by the requisitionists referred to in Rule 13(4)(a); and
 - (iii) be given to the Association or the Secretary.
 - (c) If, after the giving of the requisition referred to in Rule 13(4), the Council does not convene a General Meeting in accordance with Rule 13(4)(a)(ii), the requisitionists may themselves in the same manner, or as nearly as possible to that in which meetings are convened by the Council, call a General Meeting. However, a meeting so convened shall not be held more than four months after the giving of the requisition.
 - (d) If an extraordinary General Meeting is convened under Rule 13(4)(c):
 - (i) the Council shall ensure that the Members requesting the extraordinary General Meeting are supplied with the names and addresses of all Members free of charge; and
 - (ii) the Association shall pay the reasonable costs of convening and holding that extraordinary General Meeting.
- (5) Subject to the provisions of the Constitution relating to Special Resolutions and any agreement for shorter notice, at least 21 days notice of any General Meeting shall be given to those entitled to receive notices from the Association. This time includes the day on which

the notice is given but excludes the day on which the notice is given or deemed to have been given.

(6) A notice of General Meeting must specify the place, day and time of the meeting and, in the case of special business, the general nature of that business.

(7) All business shall be special that is transacted at a General Meeting , except:

- (a) the consideration of financial statements;
- (b) election of Councillors; and
- (c) the reports of the President and an auditor.

If notice of other business has not been given, it may not be dealt with at a General Meeting if a vote by Members would be required.

(8) A General Meeting may be convened using any technology that gives Members a reasonable opportunity to participate in the General Meeting.

(9) Accidental omission to give notice of any General Meeting to or the non-receipt of notice of a General Meeting by any person entitled to receive that notice will not invalidate the proceedings of or any resolution passed at that General Meeting.

(10) (a) The Council may cancel a General Meeting:

- (i) convened by the Council; or
- (ii) convened by Members pursuant to Rule 13(4)(a) if the Association receives a notice withdrawing the requisition signed by those Members.

(b) The Council may postpone a General Meeting or change the venue at which it is to be held. No business shall be transacted at any postponed General Meeting other than the business stated in the notice of the original General Meeting.

(c) If any General Meeting is cancelled or postponed or if the venue for a General Meeting is changed:

- (i) the Council must endeavour to notify each person entitled to receive notice of the General Meeting of the cancellation, postponement of or the change of venue of the General Meeting by any means permitted by the Constitution, and in the case of a postponement of a General Meeting, the new place, day and time of the General Meeting; and
- (ii) any failure to notify anybody entitled to receive notice of the General Meeting or failure of anybody to receive a notice shall not affect the validity of the cancellation, the postponement or the change of venue of the General Meeting.

14. PROCEEDINGS AT GENERAL MEETINGS

(1) No business shall be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business.

(2) At a General Meeting, one third of the Financial Voting Members Present constitutes a quorum.

(3) If a quorum is not present within 30 minutes after the time appointed for the General Meeting:

- (a) the General Meeting shall be dissolved, if called upon a requisition of Members; and

- (b) in any other case, it shall stand adjourned until the same day in the next week at the same time and place or to a later day not more than 21 days after the originally stipulated day and such other time and place as the Chairman may determine; and
 - (c) if, at the adjourned General Meeting, a quorum is not present within 30 minutes after the time appointed for the General Meeting, the Financial Voting Members Present shall constitute a quorum.
- (4) The President shall preside as Chairman at every General Meeting. If there is no President or if the President is not present within 15 minutes after the time appointed for the General Meeting or is unwilling to act, the Vice President shall preside as Chairman of the General Meeting. If the Vice President is not present within 15 minutes after the time appointed for the General Meeting or is unwilling to act, the Voting Members Present shall elect one of their number to preside as Chairman of the General Meeting.
- (5) A ruling of a Chairman of a General Meeting on all matters relating to the order of business, procedure and conduct of that General Meeting shall be final. No motion of dissent from such a ruling shall be accepted.
- (6) The Chairman may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It is not necessary to give any notice of an adjournment of a General Meeting or of the business to be transacted at the adjourned meeting, except if the meeting is adjourned for more than 21 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting. A resolution passed at a General Meeting resumed after an adjournment is passed on the day it is passed.
- (7) At a General Meeting, a resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands either by the Chairman or by a Financial Voting Member Present.
- (8) Except as otherwise required by the Act or the Constitution, resolutions may be passed at a General Meeting by a simple majority of Financial Voting Members Present.
- (9) Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried unanimously, carried by a particular majority or lost, and an entry to that effect in the minutes of the General Meeting, shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- (10) A demand for a poll may be withdrawn.
- (11) Before a vote on a motion is taken, the Chairman shall inform the meeting how many proxy votes have been received and how the proxy votes are to be cast.
- (12) If a poll is demanded, it shall be taken in such manner as the Chairman directs and the result of the poll shall be the resolution of the General Meeting.
- (13) In the case of equality of votes, whether on a show of hands or a poll, the question is determined in the negative.
- (14) On a show of hands or a poll, each Financial Voting Member Present may vote in person or by proxy.

- (15) On a show of hands or a poll, each Financial Voting Member Present shall have the following number of votes:

Membership Category	Number of votes
Life Member	10
Management Business Member	10
Management Member	10
Business Member	10
Personal Member	10
Strata Company Member	1

- (16) No objection shall be admitted to the qualification of any vote except at the General Meeting or the adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at that General Meeting shall be valid for all purposes. Any objection made in due time shall be referred to the Chairman of the General Meeting, whose decision shall be final and conclusive.
- (17) (a) The Chairman of a General Meeting may invite any person who is not a Financial Voting Member to attend and address a General Meeting.
- (b) The Auditor shall be entitled to attend and address a General Meeting.

15. PROXIES

- (1) A Financial Voting Member or an Authorised Representative of a Financial Voting Member may appoint a Person as a proxy for the Financial Voting Member or that Authorised Representative (as the case may be) at a General Meeting.
- (2) If a Financial Voting Member or an Authorised Representative appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or the appointor's attorney or, if the appointor is a Body Corporate, signed by an authorised officer or attorney.
- (4) The instrument appointing the proxy shall be deemed to confer authority to act, speak and vote on behalf of the appointor and to demand or join in demanding a poll.
- (5) An instrument appointing a proxy may be a standing appointment.
- (6) An instrument of proxy may be revoked at any time by giving written notice to the Association.
- (7) If it is desired to afford Members appointing a proxy an opportunity of voting for or against a motion, the instrument appointing a proxy may be endorsed to that effect and any directed vote on the matter will be counted as directed by the appointor. Otherwise, the proxy may vote as the proxy thinks fit on any motion.
- (8) The instrument appointing a proxy (along with any power of attorney) shall be given to the Secretary before the General Meeting at which the person named in the instrument proposes to exercise the authorities granted by the appointor.
- (9) A vote exercised pursuant to an instrument of proxy, power of attorney or other instrument of appointment is valid notwithstanding:
- (a) the death or unsoundness of mind of the Financial Voting Member or Authorised Representative;

- (b) the bankruptcy or external administration of the Financial Voting Member; and
- (c) the revocation of the instrument of proxy, power of attorney or any instrument under which the instrument or the power of attorney was granted;

if the Association has not received written notice of the death, unsoundness of mind, bankruptcy, external administration or revocation 48 hours (or such other shorter period as the Council may allow) before the time appointed for the General Meeting at which the vote is to be exercised.

- (10) A proxy will not be revoked by the appointor attending and taking part in any General Meeting, but if the appointor votes on a motion, the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- (11) The Chairman of a General Meeting may require any person acting as a proxy to establish to the satisfaction of the Chairman that they are the Person nominated as a proxy. If the Person is unable to establish their identity, they may be excluded from voting.

16. COUNCIL

(1) Constitution of the Council

- (a) The Council shall consist of:
 - (i) six Elected Councillors;
 - (ii) up to two Appointed Councillors; and
 - (iii) the Past President.
- (b) At least three of the Councillors holding office at any one time must be Management Members.
- (c) At least one of the Councillors holding office at any one time must be a Personal Member.

(2) Election of Elected Councillors

- (a) Subject to Rule 16(6), nomination of a candidate for election as an Elected Councillor must be:
 - (i) made by a Voting Member; and
 - (ii) seconded by a Voting Member.
- (b) The candidate must be a Voting Member who is eligible for election and must signify their willingness to stand for election, either
 - (i) in person at the Annual General Meeting; or
 - (ii) by notice in writing signed by the candidate and given to the Secretary before the Annual General Meeting,at which the election is to take place.
- (c) If insufficient nominations are received to fill all vacancies of Elected Councillors on the Council, the candidates nominated shall be deemed to be elected and further nominations for the vacant positions shall be received at the General Meeting.
- (d) If insufficient further nominations are received, any vacant positions of Elected Councillors remaining on the Council shall be deemed to be casual vacancies.
- (e) If the number of nominations received is equal to the number of vacancies of Elected Councillors to be filled, the persons nominated shall be deemed to be elected.

- (f) If the number of nominations received for Elected Councillors exceeds the number of vacancies to be filled, a ballot shall be held. The Council shall determine, in its discretion, how the ballot shall be conducted.
- (3) **Appointment of Appointed Councillors**
- (a) The Council can appoint up to two Appointed Councillors to the Council.
 - (b) An Appointed Councillor shall be a Person who will bring skills and experience to the Council to enable the Council to advance the Objects.
 - (c) Appointed Councillors can be, but need not be, Members.
- (4) **Term**
- (a) A Councillor shall hold office for a term of three years, but shall be eligible for re-election or reappointment, as the case may be, for further terms of three years in accordance with the Constitution.
 - (b) Councillors shall not hold office for more than nine consecutive years. Councillors shall, however, be eligible for election or appointment, as the case may be, to the Council after one year has elapsed since the Councillor last held office.
 - (c) Notwithstanding Rule 16(4)(b), a Councillor who is a Past President shall continue to hold office until they are no longer eligible to hold that office.
 - (d) The Elected Councillors shall be deemed to commence holding office from the end of the Annual General Meeting at which they were elected until the end of the Annual General Meeting held approximately three years thereafter.
- (5) **Rotation of Councillors - Retiring Elected Councillors**
- At the end of each successive Annual General Meeting, one third of the Elected Councillors whose term of office has expired by the passage of time shall retire to allow for orderly continuity of Councillors.
- (6) **Rights of Candidates**
- An Elected Councillor who is eligible for election or re-election may at the Annual General Meeting concerned:
- (a) propose or second themselves for election or re-election; and
 - (b) vote for themselves.
- (7) **Casual Vacancies**
- (a) If a casual vacancy within the meaning of Rule 16(7)(c) occurs, the Council may, if the vacancy is in the office of an Elected Councillor, appoint a Voting Member or an Authorised Representative of a Voting Member to fill that vacancy and, if the vacancy is in the office of an Appointed Councillor, appoint another eligible Person to fill that Vacancy.
 - (b) Any Councillor so appointed shall only hold office for the balance of the unexpired term of the person in whose place they were appointed.
 - (c) A casual vacancy occurs in the office of Councillor and that office becomes vacant if the Councillor:
 - (i) dies;
 - (ii) being an Elected Councillor, ceases to be eligible to be a Member or ceases to be the Authorised Representative of a Voting Member;

- (iii) resigns the office by written notice given to the Secretary, in which case the resignation shall take effect at the time stated in the notice (provided the time is not earlier than the giving of the written notice to the Association);
 - (iv) is absent without approval of the President from three consecutive Council Meetings;
 - (v) is directly or indirectly interested in any contract, proposed contract or other business dealing with the Association and fails to declare the nature of that interest and the Council does not pass a resolution waiving that breach;
 - (vi) is disqualified from being concerned in or taking part in the management of an incorporated association by virtue of the Act or any other applicable law;
 - (vii) becomes bankrupt or makes any arrangement or composition with creditors generally; or
 - (viii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental health.
- (d) The Council may act despite any vacancy in their body, but if the number falls below three, the Council may act:
- (i) for the purpose of:
 - (A) increasing the number of Councillors to three; or
 - (B) convening a General Meeting; or
 - (ii) in emergencies,
- but for no other purpose.
- (8) **Director's Disclosure of Interest**
- (a) A Councillor who has any direct or indirect pecuniary interest in any contract, proposed contract or other business dealing with the Association must:
 - (i) disclose that interest to the Council;
 - (ii) leave the meeting whenever the matter relevant to that interest is being discussed or voted upon; and
 - (iii) not take part in any debate or vote on the matter relevant to that interest.
 - (b) A Councillor's failure to make disclosure under this Rule does not render void or make voidable a contract or other business dealing in which the Councillor has a direct or indirect pecuniary interest.
 - (c) A Councillor who has such an interest may still be counted in determining whether or not a quorum is present at any Council Meeting considering that contract, proposed contract or other business dealing.

17. OFFICE BEARERS

(1) Office Bearers

- (a) The office bearers of the Association shall be:
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer; and
 - (iv) Secretary.

- (b) At the first Council Meeting held after an Annual General Meeting at which an office bearer has retired, the Council shall appoint an office bearer from amongst the Councillors on the Council at that time to fill the vacant office bearer's position.
 - (c) Office bearers shall hold office for a period of one year, but shall be eligible for reappointment subject to Rule 17(1)(d).
 - (d) An office bearer shall not be appointed to hold any one office more than three consecutive times.
- (2) **President**
- (a) The President shall be the senior office bearer of the Association. It is the President's duty to supervise the application of the Constitution and bring into effect the decisions of the Council and of the Association.
 - (b) The President or an appointee of the Council shall represent the Association on official occasions.
 - (c) Unless the President exercises the discretion to appoint the Vice President or another Councillor, the President, when present, shall act as Chairman at any General Meeting and Council Meeting.
- (3) **Vice President**
- The Vice President shall be the second office bearer of the Association and shall exercise the full power and authority of the President on any occasions the President is absent or unable or unwilling to act.
- (4) **Secretary**
- (a) The Secretary shall:
 - (i) receive and circulate or respond to all correspondence given to the Association and perform any other duties delegated to the Secretary by the Council;
 - (ii) keep full and correct minutes, in accordance with Rule 18(5), of Council Meetings and General Meetings and circulate those minutes to Councillors in the case of Council Meetings and to Members in the case of General Meetings within 21 days after the holding of those meetings;
 - (iii) comply on behalf of the Association with:
 - (A) Section 27 of the Act in respect of the register of Members;
 - (B) Section 28 of the Act in respect of the Constitution; and
 - (C) Section 29 of the Act in respect of the office bearers and any trustees of the Association;
 - (iv) have custody of all books, documents, records and registers of the Association, other than those required by, or in the custody of, the Treasurer;
 - (v) perform other duties as are delegated to the Secretary by the Constitution or by the Council;
 - (vi) arrange for any Member who makes written application to inspect the records of the Association which are in the custody of the Secretary, to inspect those records at a mutually convenient time, other than records:
 - (A) sealed as confidential by the Council;
 - (B) relating to matters involving the PSC that are sealed and marked as confidential; and

- (c) that the Council is legally unable to disclose.
 - (b) The Council may, at its discretion, appoint an agent or employee to carry out some or all of the duties of the Secretary at an agreed fee.
- (5) **Treasurer**
 - (a) The Treasurer shall:
 - (i) be responsible for the receipt of all moneys paid to or received on behalf of the Association and shall record receipt of those moneys in the books of the Association;
 - (ii) pay all moneys referred to in Rule 17(5)(a)(i) into the account or accounts of the Association as the Council may from time to time direct;
 - (iii) make payments from the funds of the Association with the authority of a General Meeting or of the Council and ensure that all payments are authorised by two Councillors;
 - (iv) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
 - (v) as required to do so by the President, submit to the Council and to the Annual General Meeting, reports and financial statements which are in accordance with that requirement and the Act;
 - (vi) have custody of all securities, books and documents of a financial nature and the accounting records of the Association; and
 - (vii) perform such other duties as are delegated to the Treasurer by the Constitution or by the Council.
 - (b) The Council may, at its discretion, appoint an agent or employee to carry out some or all of the duties of the Treasurer at an agreed fee.

18. POWERS AND DUTIES OF THE COUNCIL

- (1) The business and affairs of the Association shall be administered and managed by and vested in the Council which may exercise all such powers of the Association as are not required by the Constitution to be exercised in General Meeting.
- (2) The Council shall have under its control and management the funds and other property of the Association and may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities, whether outright or as a security for any debt, liability or obligation of the Association.
- (3) All payments, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two Councillors.
- (4) The Council may engage officers, agents and servants it considers necessary and shall regulate their duties and fix their remuneration.
- (5) The Council shall cause minutes to be kept of:
 - (a) all appointments of Councillors and office bearers;
 - (b) the names of Voting Members Present at all General Meetings and Councillors present at all Council Meetings;

- (c) proceedings at all General Meetings and all Council Meetings;
 - (d) declarations made or notices given by any Councillor of their interest in any contract, proposed contract, other business dealing or the holding of any office or property whereby any conflict of duty or interest may arise; and
 - (e) all such other matters as are required by the Act to be recorded in the records and books of the Association.
- (6) The minutes referred to Rule 18(5) shall, once confirmed as a true and correct record of proceedings, be signed by the Chairman of the next succeeding such meeting.
- (7) (a) The Council may delegate any of its powers to committees consisting of at least two Councillors and such other persons as it may from time to time determine upon such terms and conditions as the Council may see fit and may fix the quorum of any such committee. The President shall be an ex-officio member of any committee established by the Council.
- (b) A committee must, in exercise of the power delegated to it, conform to any directions and restrictions that may be imposed on it by the Council. A power so exercised shall be taken to be exercised by the Council.
- (c) The meetings and proceedings of any committee will be governed by the provisions for regulating the meetings and proceedings of the Council contained in the Constitution.
- (d) A minute of all the proceedings and discussions of every committee shall be made, entered and signed in the same manner in all respects as minutes of Council Meetings are required by the Constitution to be entered and signed. A copy of such committee minutes shall be tabled at the next Council Meeting.
- (8) The Council shall effect and maintain insurance in the name of the Association in respect of:
- (a) losses, damage to property, death, or bodily injury for which the Association could become liable in damages in an amount as may from time to time be determined by the Association;
 - (b) any occurrence against which the Association is required by law to insure, including, where applicable, insurance against liability to pay compensation under the *Workers' Compensation and Injury Management Act 1981 (WA)*; and
 - (c) against other risks as the Council or the Association may from time to time determine.

19. PROCEEDINGS AT COUNCIL MEETINGS

- (1) The Council may meet for the conduct of business as and when it sees fit, provided that a minimum of six Council Meetings shall be held in any one Financial Year.
- (2) The Secretary shall, upon the request of the Council, convene a Council Meeting by giving to the other Councillors not less than seven days notice, except in the case of an emergency, specifying in the notice the reason for convening the meeting.
- (3) All resolutions of the Councillors passed at a Council meeting where a quorum is present but where notice of the meeting has not been given as required to each Councillor, or any act carried out pursuant to such resolution, shall, provided each Councillor to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Councillors.

- (4) A resolution of the Council must be passed by a majority of votes of the Councillors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Councillors will for all purposes be taken to be a determination of the Council.
- (5) Each Councillor, including the President, shall have one vote. In the case of equality of votes, whether on a show of hands or in writing, the question is determined in the negative.
- (6) A quorum for a Council meeting shall be not less than three of the Councillors present in person. A quorum must be present at all times throughout the meeting.
- (7) The President shall preside as Chairman at every Council meeting unless absent, unable or unwilling to act, in which case the Vice President shall preside. If both are absent, unable or unwilling 15 minutes after the time appointed for the meeting, the Councillors present, provided they constitute a quorum, may elect one of their number as Chairman of the meeting.
- (8) All actions resulting from any Council meeting shall, notwithstanding that it is discovered afterwards that there was some defect in the appointment or continuation of office of any Councillor or person acting as a Councillor or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Councillor.
- (9) A resolution in writing signed by all of the Councillors for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been carried at a Council meeting duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more Councillors. A facsimile transmission which is received by the Association and which purports to have been signed by a Councillor shall for the purposes of this Rule be taken to be in writing and signed by that Councillor at the time of the receipt of the facsimile transmission by the Association in legible form. An email transmission which is received by the Association and which purports to have been sent by a Councillor shall for the purposes of this Rule be taken to be in writing and signed by that Councillor at the time of the receipt of the email transmission by the Association.
- (10) A Council Meeting may be convened or held using any technology consented to by a majority of Councillors. The consent may be a standing one. A Councillor may withdraw consent to the use of a particular technology within a reasonable time before a Council Meeting. The particular technology used to convene or hold a Council Meeting must be available and accessible to all Councillors who wish to attend the Council Meeting.

20. CHAPTERS

- (1) The Council may, in its discretion, authorise the formation of Chapters and grant to them the right to be and to function as such so long as the Council deems fit.
- (2) The Members may be grouped into Chapters.
- (3) A Chapter shall conduct its affairs in accordance with the Constitution and such other directions and limitations declared by the Council from time to time.
- (4) The Council may convene Chapter meetings from time to time. Chapter meetings will be a forum for discussion between Chapter Members regarding issues pertaining to their Chapter. The Chapter will subsequently provide feedback to the Council arising out of that discussion. The feedback is to be provided by the Chapter in the form requested by the Council from time to time.

21. SPECIAL INTEREST GROUPS

- (1) The Council may form Special Interest Groups of a size, type, duration and nature as it deems fit from time to time.
- (2) A Special Interest Group shall conduct its affairs and programmes in accordance with the Constitution, the By-laws and such other directions and limitations decided by the Council from time to time.
- (3) The Council shall have the power to amend the By-laws and:
 - (a) define the powers and responsibilities of; and
 - (b) otherwise exercise control over;the Special Interest Groups.
- (4) A Special Interest Group shall cease to be a Special Interest Group at any time that the Council in its discretion withdraws the authority upon which the Special Interest Group was established.

22. ACCOUNTS AND RECORDS

- (1) The Council shall, with the assistance of the Treasurer, cause proper accounts to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the manner in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of real and personal property by the Association; and
 - (c) the assets and liabilities of the Association.
- (2) Subject to Rule 22(3), such accounts shall be kept at the registered office of the Association or at such other place or places as the Council thinks fit, and shall be open to inspection by Members as provided for by the Constitution.
- (3) The Council shall from time to time determine at what times and places and under what conditions the records and the accounts and books of the Association or any of them shall be open to inspection by any Person who is not a Councillor. Such determination shall have due regard to the confidential nature of any such records and if any record is deemed by the Council to be confidential and not to be made available for inspection, that determination shall be final and binding on all Members.
- (4) The Council shall from time to time and in accordance with the provisions of the Constitution cause to be prepared, circulated to Members with the notice of each Annual General Meeting and considered by the Members at the Annual General Meeting such income and expenditure statements, balance sheets and reports as may be required by the Act.
- (5) The Council shall prepare an annual budget of estimated expenditure for each Financial Year and such budget shall be circulated to the Members with the notice of the Annual General Meeting and be considered by the Members at each Annual General Meeting.
- (6) The Council shall not, in respect to any single item, expend any sum exceeding \$5 000 excluding GST unless that item was provided for in the budget adopted by the Association for that Financial Year.

23. AUDITOR

- (1) The Council shall, from time to time appoint an auditor.

- (2) The Auditor shall annually carry out an audit of the Association's accounts, prepare and provide a written audit report in respect to those accounts and that report shall be presented and considered at the Annual General Meeting.

24. COMMON SEAL

- (1) The Association shall provide for the safe custody of the common seal of the Association.
- (2) The common seal of the Association shall not be used except by authority of a Council resolution and in the presence of at least two Councillors, who shall sign every instrument to which the seal is affixed.

25. NOTICES

- (1) The Association shall give a notice, including a notice of any General Meeting, to any Member personally, by sending it by post to the last known address of the Member, by facsimile transmission or by email transmission. If a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice, and to have been effective in the case of a notice of General Meeting on the day after its posting, and in any other case at the time when the letter would be delivered in the ordinary course of the post.
- (2) A Member shall give a notice to the Association by sending it by post to the registered office of the Association, by facsimile communication or by email communication, unless otherwise provided for in the Constitution. If a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice, and to have been effective at the time when the letter would be delivered in the ordinary course of the post.

26. INDEMNITY

- (1) To the extent permitted by law, every Officer shall be indemnified out of the funds of the Association against all costs, expenses and liabilities incurred as an Officer. However, no Officer shall be indemnified out of the funds of the Association under this Rule unless:
 - (a) it is in respect of a liability to another Body Corporate or Person, other than another Body Corporate or Person related to the Association, where the liability to the other Body Corporate or Person does not arise out of conduct involving a lack of good faith; or
 - (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or in which the Officer is acquitted; or
 - (ii) in connection with an application in relation to such proceedings in which the court grants relief to the Officer.
- (2) To the extent permitted by law, the Association may at the discretion of the Council enter into and / or pay a premium in respect of a policy of insurance insuring an Officer against any liability incurred by that person in that capacity (whether in respect of acts or omissions before or after the issue of the policy or both) except for a liability arising out of conduct involving a wilful breach of duty in relation to the Association and at all times:
 - (a) the Council shall have the discretion to approve the terms and conditions of any such policy of insurance.

- (b) if an Officer has the benefit of an indemnity pursuant to an insurance policy in respect of their actions or omissions, then the Association shall not be required to indemnify the Officer under Rule 26(1) except to the extent that the indemnity affected by the insurance policy does not fully cover the Person's liability.
- (3) The indemnities granted by the Association contained in Rules 26(1) and 26(2) shall continue in full force and effect notwithstanding the deletion or modification of that Rule, in respect of acts and omissions occurring before the deletion or modification.

27. DISSOLUTION

The Association may be dissolved or wound up by the Council by Special Resolution and in accordance with the Act.

28. MEMBERS NOT LIABLE FOR DEBTS AND LIABILITIES

Members are not liable to contribute towards the payment of the:

- (a) debts and liabilities of the Association; nor
- (b) costs, charges or expenses of a winding up of the Association, beyond any monies that a Member may owe to the Association.

29. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OR DISSOLUTION OF THE ASSOCIATION

- (1) If upon the winding up or dissolution of the Association there remains any property whatsoever after satisfaction of all its debts and liabilities, that property shall not be paid or distributed among the Members or former Members but shall be given or transferred:
 - (a) to another incorporated association; or
 - (b) for charitable purposes,

which incorporated association or purposes shall be determined by resolution of the Members when authorising and directing the Council under section 33(3) of the Act to prepare a distribution plan of the surplus property of the Association.

- (2) In the event of the winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

30. INTERPRETATION AND ALTERATION OF THE CONSTITUTION & CODE OF ETHICS

- (1) The Council shall be the sole authority for the interpretation of the Constitution and of any Code of Ethics, By-laws and rules made hereunder and the decision of the Council thereon and upon any matter not provided for by the Constitution, Code of Ethics, By-laws or rules made hereunder shall be final and binding on the Members.
- (2) The Constitution may only be amended by Special Resolution.